

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,

Plaintiff,

v.

BOLIVARIAN REPUBLIC OF VENEZUELA,

Defendant.

)
)
)
)
) Misc. No. 17-151-LPS
)
)
)
)

**SPECIAL MASTER'S MONTHLY REPORT
FOR THE PERIOD ENDED JULY 31, 2023**

Dated: August 31, 2023

ROBERT B. PINCUS in his capacity as
Special Master for the United States District Court for the District of Delaware
PO Box 4570
Wilmington, DE 19807

August 31, 2023

BY HAND DELIVERY & CM/ECF

The Honorable Leonard P. Stark
United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 North King Street
Wilmington, DE 19801-3570

Re: *Crystallex International Corp. v. Bolivarian Republic of Venezuela*, D. Del. C.A. No. 1:17-mc-00151-LPS; Special Master's Status Report for the Period Ended July 31, 2023 (this "**Report**")

Dear Judge Stark:

By order dated April 13, 2021 [D.I. 258], Your Honor appointed me as Special Master in this case to design, oversee, and implement the sale of Petroleos de Venezuela, S.A.'s ("**PDVSA**") shares of PDV Holding Inc. On May 27, 2021, Your Honor issued the *Order Regarding Special Master* [D.I. 277] (the "**May 27 Order**")¹ setting forth, among other things, various obligations and duties applicable to the Special Master, the Parties, and ConocoPhillips (together with the Parties, the "**Sale Process Parties**"), including my obligation to provide the Court with a periodic status report concerning my progress and efforts. The last report that I submitted to the Court was for the period ended April 30, 2023 [D.I. 579] (the "**April 2023 Report**"). I hereby write to provide this Report for the period since the April 2023 Report through July 31, 2023.

Summary of Events Taking Place this Period

During this period, I have undertaken the following actions, with the assistance of my advisors (collectively, the "**Advisors**"), in accordance with my duties and obligations set forth in the May 27 Order:

- Met and conferred with the Sale Process Parties and other parties in interest to submit a joint status report related thereto pursuant to Your Honor's Oral Order dated April 4, 2023 [D.I. 558].

¹ All capitalized terms used but not otherwise defined herein, have the meanings ascribed to such terms in the May 27 Order.

The Honorable Leonard P. Stark

August 31, 2023

Page 2

- Prepared and filed public versions of the itemized billing records as annexed to the Special Master's reports as directed by Your Honor's Memorandum Order dated May 10, 2023 (the "**May 10, 2023 Order**") [D.I. 559].
- Reviewed and analyzed responses to the Supplemental Report filed by the Venezuela Parties [D.I. 561] and Crystallex [D.I. 562] and prepared and filed a response [D.I. 583] to the Venezuela Parties' objections.
- Numerous work streams to address questions and issues raised in the May 10, 2023 Order and the *Memorandum Order Regarding Letter Briefs* (the "**June 21, 2023 Order**") [D.I. 615], including:
 - Reviewed and analyzed briefs filed by the Sale Process Parties and other parties in response to the May 10, 2023.
 - Reviewed and analyzed letter briefs filed by the Sale Process Parties and other parties in interest pursuant to the June 21, 2023 Order.
 - Prepared and filed a response [D.I. 593] and a letter brief [D.I. 633] pursuant to the May 10, 2023 Order and the June 21, 2023 Order, respectively.
- Prepared and presented arguments on the matters before the Court at the June 26, 2023 hearing.
- Commenced various preliminary organizational and Pre-Launch work streams in connection with the performance of my duties set forth in the Sale Procedures Order and Your Honor's *Memorandum Order Regarding Objections to the Special Master's Recommendation* (the "**July 17, 2023 Order**") [D.I. 643].
- Drafted and delivered a preliminary due diligence request list to counsel to PDVH and CITGO.
- Prepared and conducted an *ex parte* meeting with Your Honor and filed a notice in accordance with the May 10, 2023 Order and the July 17, 2023 Order.
- Reviewed and analyzed Your Honor's *Memorandum Order Relating to Additional Judgments, Priority, and Transaction Expenses* entered on July 27, 2023 ("**July 27 2023 Order**") [D.I. 646].

Statement of Fees and Expenses

The May 27 Order requires that I submit an Itemized Statement of my fees and expenses to the Court. During the period from May 1, 2023 to July 31, 2023, my Advisors and I have incurred an aggregate of \$1,403,247.69 of fees and expenses in connection with carrying out my duties as Special Master, as shown in the table below.

The Honorable Leonard P. Stark

August 31, 2023

Page 3

Special Master	\$47,025
Weil, Gotshal & Manges LLP	\$699,759.40
Evercore	\$601,042.30
Jenner & Block LLP	\$27,963.85
Potter Anderson & Corroon LLP	\$27,457.14
Total	\$1,403,247.69

This amount includes the monthly fees and expenses of counsel in connection with the matters described above and the monthly fees of my financial advisor, Evercore, for May, June, and July, in connection with their assistance in preparation of the Supplemental Report and continued analysis of the recommendation given therein. The Itemized Statement, attached as Annex O hereto, contains a breakdown of such fees and expenses among my Advisors and myself. I respectfully request that Your Honor determine that such fees and expenses are regular and reasonable. A proposed form of order is enclosed for Your Honor's consideration.

I am available at the convenience of the Court, should Your Honor have any questions.

Respectfully Yours,

/s/ Robert B. Pincus

Robert B. Pincus, in my capacity as
Special Master for the United States
District Court for the District of
Delaware

Enclosures

cc: All Counsel of Record (via CM/ECF and E-Mail)